COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, January 14, 2000

JOINT PETITION OF

CASE NO. PUC990158

QWEST COMMUNICATIONS INTERNATIONAL INC.

AND

U S WEST, INC.

For approval of merger between the parent corporations of
Qwest Communications Corporation, Qwest Communications
Corporation of Virginia, LCI International Telecom Corp.,
LCI International of Virginia, Inc., USLD Communications, Inc.,
Phoenix Network, Inc., U S WEST Long Distance, Inc., and U S WEST
!nterprise America of Virginia, Inc.

ORDER GRANTING APPROVAL

On September 21, 1999, Qwest Communications International Inc. ("Qwest Inc.") and U S WEST, Inc. ("U S WEST"), completed the filing of a joint petition for approval of a merger between the parent corporations of Qwest Communications Corporation, Qwest Communications Corporation of Virginia ("Qwest-Virginia"), LCI International Telecom Corp., LCI International of Virginia, Inc., USLD Communications, Inc., Phoenix Network, Inc., U S WEST Long Distance, Inc., and U S WEST !nterprise America of Virginia, Inc. ("!nterprise"). By Order Extending Time for Review issued November 19, 1999, the Commission extended its time for review of the joint petition through January 19, 2000.

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated July 18, 1999, Qwest Inc. and U S WEST (collectively "Petitioners") propose to merge US WEST with

and into Qwest Inc. with Qwest Inc. as the surviving entity. Petitioners state that the proposed

merger will bring together Qwest Inc.'s advanced network providing broadband Internet

communications with U S WEST's technological expertise in advanced services and

complementary competitive service offerings in Virginia.

As stated in the joint petition, Qwest Inc. is a Delaware corporation and is a facilities-

based multimedia communications services provider whose subsidiaries provide Internet

Protocol-enabled services such as Internet access, web hosting, collocation, and remote access.

Qwest Inc., directly or indirectly through wholly owned subsidiaries, constructs and installs fiber

optic communications systems for other telecommunications companies and provides

multimedia communications services to interexchange carriers and other communications

entities, businesses, and consumers. Qwest-Virginia has interexchange carrier ("IXC") authority

in Virginia. LCI International of Virginia, Inc. ("LCI-VA"), has CLEC authority in Virginia and

is a subsidiary of Qwest Inc.

As further stated in the joint petition, U S WEST is also a Delaware corporation which

directly or indirectly, through wholly owned subsidiaries, provides integrated communications

services to approximately twenty-five million customers nationally. !nterprise is a corporation

organized under the laws of Virginia and is wholly owned by U S WEST !nterprise America,

Inc., which is a corporation organized under the laws of Colorado. !nterprise has IXC and

competitive local exchange carrier ("CLEC") authority in Virginia.

Upon closing of the proposed merger, the direct or indirect subsidiaries of Qwest Inc. and

U S WEST that hold operating certificates or other authorizations will survive as direct or

indirect subsidiaries of the post-merger Qwest Inc.

THE COMMISSION, upon consideration of the joint petition and representations of Petitioners and having been advised by its Staff, is of the opinion and finds that the above-described merger of U S WEST with and into Qwest Inc. will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and should, therefore, be approved. Accordingly,

IT IS ORDERED THAT:

1) Pursuant to Virginia Code § 56-88.1, the merger of U S WEST with and into Qwest Inc. is hereby approved.

2) There appearing nothing further to be done in this matter, it hereby is dismissed.